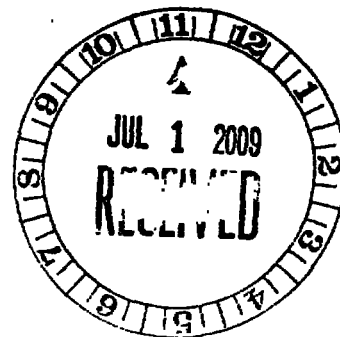




Norfolk Southern Corporation
Law Department
Three Commercial Place
Norfolk, Virginia 23510-9241

David A. Shelton
General Attorney



Writer's Direct Dial Number

(757) 629-2834

(757) 823-5781 (fax)

E-mail: David.Shelton@nscorp.com

June 30, 2009
EQ000003

VIA UPS

RECORDATION NO. 19894-D FILED

Ms. Anne K. Quinlan
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20024

JUL 0 1 '09

4-31 PM

SURFACE TRANSPORTATION BOARD

Dear Ms. Quinlan:

Enclosed please find two (2) counterparts, properly executed and acknowledged, of each of the documents described below to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code.

These documents are: (1) a Release of Lessor Security Agreement, a secondary document, dated as of March 31, 2009 ("Document #1"); (2) a Release of Lien of Chattel Mortgage and Security Agreement, a secondary document, dated as of March 30, 2009 ("Document #2"); and (3) a Termination of Lease Agreement, a secondary document, dated as of March 31, 2009 ("Document #3"). The primary documents to which these secondary documents are connected are recorded under Recordation Nos. 19892, 19893 and 19894, respectively.

The names and addresses of the parties to each of the secondary documents are as follows:

Document #1:

Mortgagee: Norfolk Southern Railway Company
Three Commercial Place
Norfolk, Virginia 23510

Ms. Anne K. Quinlan
June 30, 2009
Page 2

Document #2:

Mortgagee: The Bank of Tokyo-Mitsubishi UFJ, Ltd., New York
Branch (as successor to The Sanwa Bank, Limited, Atlanta
Agency, the name used in the original filing)
1251 Avenue of the Americas
New York, New York 10020-1104

Document #3:

Lessor: Taurus Lease Co., Ltd.
c/o Mitsubishi UFJ Lease & Finance Company Limited
1-5-1 Marunouchi
Chiyoda-ku, Tokyo 100-6525
Japan

Lessee: Norfolk Southern Railway Company
Three Commercial Place
Norfolk, Virginia 23510

The equipment originally covered by the documents is generally described as follows:

<u>Number of Units</u>	<u>General Description</u>	<u>AAR Symbol</u>	<u>Road Numbers (inclusive)</u>
13	General Electric Dash 9-40CW Locomotives	C-C	8889- 8901

A check in the amount of \$123.00 is enclosed to cover the recordation fee of \$41.00 for each of the documents pursuant to 49 CFR § 1002.2(f)(83). Please return any counterparts not needed by the Board for recordation to me at the above address.

Short summaries of each of the documents to appear in the index follow:

Ms. Anne K. Quinlan
June 30, 2009
Page 3

Document #1:

Release of Lessor Security Agreement dated as of March 31, 2009, to terminate the security interest under Chattel Mortgage and Security Agreement with Recordation No. 19892 dated as of December 29, 1995, covering 13 General Electric Dash 9-40CW diesel-electric locomotives numbered 8889-8901, inclusive.

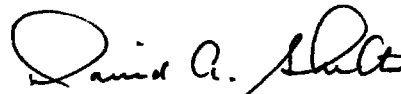
Document #2:

Release of Lien of Chattel Mortgage and Security Agreement dated as of March 30, 2009, to terminate the security interest under Chattel Mortgage and Security Agreement with Recordation No. 19893 dated as of December 29, 1995, covering 13 General Electric Dash 9-40CW diesel-electric locomotives numbered 8889-8901, inclusive.

Document #3:

Termination of Lease Agreement dated as of March 31, 2009, to terminate the Lease Agreement with Recordation No. 19894 dated as of December 29, 1995, covering 13 General Electric Dash 9-40CW diesel-electric locomotives numbered 8889-8901, inclusive.

Sincerely,

A handwritten signature in black ink, appearing to read "David A. Shelton", with a stylized flourish at the end.

David A. Shelton

Enclosures

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4-31 PM

TERMINATION OF LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

KNOW ALL MEN BY THESE PRESENTS, that Norfolk Southern Railway Company (the "Railroad"), as lessee, and Taurus Lease Co., Ltd. (the "Lessor"), as lessor, under that certain Lease Agreement dated as of December 29, 1995 (as supplemented by the lease supplement dated as of January 31, 1996) (the "Agreement"), hereby certify that the Agreement has been terminated pursuant to Sections 3 and 19 thereof, to wit: the Lease Expiry Date (as defined in the Agreement) has occurred, the Railroad has exercised its right to purchase the Items of Equipment (as defined in the Agreement), and the Lessor has delivered to the Railroad a bill of sale with respect to the Items of Equipment.

This instrument may be executed by the parties hereto in two or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one and the same instrument.

WHEREFORE, the Railroad and the Lessor, pursuant to Section 3 of the Agreement, hereby declare the Agreement to be terminated and consent that the same be discharged of record.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their representatives duly authorized in that behalf on this 31st day of March, 2009.

NORFOLK SOUTHERN RAILWAY COMPANY

By: William J. Romig
Name: William J. Romig
Title: VP & Treasurer

TAURUS LEASE CO., LTD.

By: _____
Name: _____
Title: _____

COMMONWEALTH OF VIRGINIA)
)
CITY OF NORFOLK)

On this 31st day of March, 2009, before me, a Notary Public, personally appeared William J. Romig, to me personally known, who, being by me duly sworn, says he is Vice President and Treasurer of Norfolk Southern Railway Company, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Diane Hogan
Notary Public

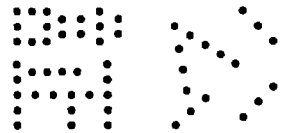
My commission expires: June 30, 2009

I _____, the undersigned NOTARY, do hereby certify that _____, _____ of Taurus Lease Co., Ltd. (the "Company"), who has been duly authorized to execute and deliver the foregoing instrument for and on behalf of the Company, being legally established and existing under the laws of Japan and having its registered office at _____ has executed in my very presence the foregoing instrument.

Dated this day of _____, 2009.

Notary

Tokyo Legal Affairs Bureau, Japan



TERMINATION OF LEASE AGREEMENT

KNOW ALL MEN BY THESE PRESENTS, that Norfolk Southern Railway Company (the "Railroad"), as lessee, and Taurus Lease Co., Ltd. (the "Lessor"), as lessor, under that certain Lease Agreement dated as of December 29, 1995 (as supplemented by the lease supplement dated as of January 31, 1996) (the "Agreement"), hereby certify that the Agreement has been terminated pursuant to Sections 3 and 19 thereof, to wit: the Lease Expiry Date (as defined in the Agreement) has occurred, the Railroad has exercised its right to purchase the Items of Equipment (as defined in the Agreement), and the Lessor has delivered to the Railroad a bill of sale with respect to the Items of Equipment.

This instrument may be executed by the parties hereto in two or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one and the same instrument

WHEREFORE, the Railroad and the Lessor, pursuant to Section 3 of the Agreement, hereby declare the Agreement to be terminated and consent that the same be discharged of record.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their representatives duly authorized in that behalf on this 3/5 day of March, 2009.

NORFOLK SOUTHERN RAILWAY COMPANY

By: _____

Name: _____

Title: _____

TAURUS LEASE CO., LTD.

By: 

Name: **TOMOKO SEKIYA**

Title: **ATTORNEY-IN-FACT**

Tokyo Legal Affairs Bureau, Japan

KYOBASHI NOTARY OFFICE

1-10KYOBASHI 1-CHOME,CHUO-KU, PHONE:81-03-3271-4677
TOKYO 104-0031,JAPAN FAX: 81-03-3271-3606

Registered No. 227

NOTARIAL CERTIFICATE

I, the undersigned NOTARY, do hereby certify that **Ms. Tomoko SEKIYA**, Attorney at Law of **White & Case LLP**, who has a power of attorney, being duly authorized to execute and deliver the foregoing instrument ("**TERMINATION OF LEASE AGREEMENT**") for and on behalf of **TAURUS LEASE CO., LTD.** being legally established and existing under the laws of Japan and having its registered office at 5-1, Marunouchi 1-chome, Chiyoda-ku, Tokyo, Japan has executed in my very presence the foregoing instrument.

Dated this 31 th day of March 2009.



Shigeo IKEDA NOTARY

TOKYO LEGAL AFFAIRS BUREAU

My commission expires: January 22, 2013

認 証

囑託人・トーラス・リース有限会社 (TAURUS LEASE CO., LTD. 本店：日本国東京都千代田区丸の内1丁目5番1号) の権限ある代理人 外国法事務弁護士 関屋 智子 (Ms. Tomoko SEKIYA ホワイト&ケース外国法事務弁護士事務所アソシエイト) は、本公証人の面前において、添付書面「リース解除契約書 (TERMINATION OF LEASE AGREEMENT)」に署名した。

よって、これを認証する。

平成21年 3 月 31 日、本公証人役場において

東京都中央区真橋一丁目1番10号

東京法務局所属

公 証 人

Notary

池田 英治

Shigeo IKEDA

証 明

上記署名は、東京法務局所属公証人の署名に相違ないものであり、かつ、その押印は、真実のものであることを証明する。

平成21年 3 月 31 日

東京法務局長

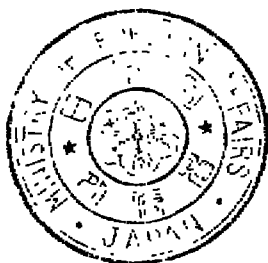
五十嵐義治



APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Country: JAPAN
This public document
2. has been signed by Shigeo IKEDA
3. acting in the capacity of Notary of the Tokyo Legal Affairs Bureau
4. bears the seal/stamp of Shigeo IKEDA, Notary
5. at Tokyo
6. MAR. 31. 2009
7. by the Ministry of Foreign Affairs
8. 09-NO 011936
9. Seal/stamp:
10. Signature



K. Oyabe

Kazutoyo OYABE

For the Minister for Foreign Affairs